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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
-----X		

**SUPPLEMENT TO DEBTORS' AMENDED MOTION  
(I) FOR APPROVAL OF THE DISCLOSURE STATEMENT AND THE FORM  
AND MANNER OF NOTICE OF THE DISCLOSURE STATEMENT HEARING, (II)  
ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING  
A CONFIRMATION HEARING, AND (IV) ESTABLISHING NOTICE AND OBJECTION  
PROCEDURES FOR CONFIRMATION OF THE DEBTORS' JOINT CHAPTER 11 PLAN**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

1. On or about March 16, 2011, Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman") filed a motion (i) for approval of the disclosure statement and the form and manner of notice of the disclosure statement hearing, (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, and (iv) establishing notice and objection procedures for confirmation of the Debtors' joint chapter 11 plan (the "Initial Disclosure Statement Motion") [ECF No. 15078].

2. On March 16, 2011, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order to show cause establishing June 28, 2011 at 10:00 a.m. (Eastern Time) as the date and time on which the Bankruptcy Court would hold a hearing (the “Disclosure Statement Hearing”) to consider the relief requested in the Initial Disclosure Statement Motion [ECF No. 15082].

### **Clarification of Notice Procedures**

3. Pursuant to the Initial Disclosure Statement Motion, the Debtors served a notice of the Disclosure Statement Hearing (the “Disclosure Statement Hearing Notice”) on nearly 110,000 parties in interest in the above-captioned chapter 11 cases. The Disclosure Statement Hearing Notice was attached to the Initial Disclosure Statement Motion as Exhibit 1. Service of the Disclosure Statement Hearing Notice was completed on or about April 25, 2011.

4. Paragraph 5 of the Disclosure Statement Hearing Notice provided as follows:

The Disclosure Statement Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

5. On May 20, 2011, the Debtors adjourned the Disclosure Statement Hearing without date [ECF No. 17009].

6. On June 29, 2011, the Debtors filed an amended motion (i) for approval of the disclosure statement and the form and manner of notice of the disclosure statement hearing, (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, and (iv) establishing notice and objection procedures for confirmation of the Debtors’ joint chapter 11 plan (the “Amended Disclosure Statement Motion”) [ECF No. 18126].

7. On July 6, 2011, the Bankruptcy Court entered an order to show cause establishing August 30, 2011 at 10:00 a.m. (Eastern Time) as the date and time on which the Bankruptcy Court will hold the Disclosure Statement Hearing [ECF No. 18292].

8. The Amended Disclosure Statement Motion contains language that tracks the Initial Disclosure Statement Motion and which could be read to indicate that the Debtors intend to serve an additional Disclosure Statement Hearing Notice on each of the nearly 110,000 parties in interest that were served with the Disclosure Statement Hearing Notice. In light of the significant expense to the Debtors' estates that serving such additional notice would entail, and the fact that the Disclosure Statement Hearing Notice expressly provided parties in interest with notice that the Disclosure Statement Hearing could be adjourned without further notice to the nearly 110,000 parties in interest, the Debtors file this supplement to the Amended Disclosure Statement Motion to clarify that they will not be serving any additional disclosure statement hearing notice in connection with the rescheduled Disclosure Statement Hearing. The Debtors will include notice of the rescheduled Disclosure Statement Hearing on the notice of agenda of matters scheduled to be heard at the July 20, 2011 omnibus hearing, which notice will be filed with the Bankruptcy Court.

9. Further, the Debtors intend to publish notice of the rescheduled Disclosure Statement Hearing in the national and global editions of the *Wall Street Journal*, the *Financial Times*, the national edition of *The New York Times*, and the *Times of London* more than thirty (30) days prior to the date of the rescheduled Disclosure Statement Hearing. A copy of the notice that will be published is attached hereto as Exhibit 1.

#### **Solicitation of Tax Information**

10. In order to expedite distributions to creditors following the confirmation of a plan under chapter 11 of title 11 of the United States Code, and avoid confusion in connection

with the solicitation and balloting procedures described in the Amended Disclosure Statement Motion, the Debtors have determined to solicit the required tax information separate and apart from such solicitation and balloting procedures. Accordingly, the Debtors propose to remove references to the solicitation of tax information from the following Ballots (as such term is defined in the Amended Disclosure Statement Motion):

- “General Ballot A,” which was attached to the Amended Disclosure Statement Motion as Exhibit 3A, shall be amended and superseded by “Revised General Ballot A,” which is attached hereto as Exhibit 2.
- “General Ballot B,” which was attached to the Amended Disclosure Statement Motion as Exhibit A, shall be amended and superseded by “Revised General Ballot B,” which is attached hereto as Exhibit 3.
- “Secured Claim Ballot,” which was attached to the Amended Disclosure Statement Motion as Exhibit 3C, shall be amended and superseded by “Revised Secured Claim Ballot,” which is attached hereto as Exhibit 4.
- “Beneficial Ballot,” which was attached to the Amended Disclosure Statement Motion as Exhibit 3D, shall be amended and superseded by “Revised Beneficial Ballot,” which is attached hereto as Exhibit 5.

11. The “Master Ballot,” which was attached to the Amended Disclosure Statement Motion as Exhibit 3E, will remain unchanged.

Dated: July 13, 2011  
Houston, Texas

/s/ Alfredo R. Pérez  
Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP  
700 Louisiana, Suite 1600  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

Attorneys for the Debtors  
and Debtors in Possession

**Exhibit 1**

**(Notice of Disclosure Statement Hearing to Be Used for Publication)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re** : **Chapter 11 Case No.**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT FOR  
SECOND AMENDED JOINT CHAPTER 11 PLAN OF LEHMAN BROTHERS HOLDINGS INC.**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

**Name of Debtors and Case Numbers**

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

PLEASE TAKE NOTICE THAT on July 1, 2011, Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”) filed the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”) and the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code (as it may be amended, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), One Bowling Green, New York, New York 10014, on **August 30, 2011 at 10:00 a.m. (Eastern Time)** (the “Disclosure Statement Hearing”) to consider the entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of title 11 of the United States Code (the “Bankruptcy Code”) and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan may request a copy, in writing, from **Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, 757 Third Avenue, 3rd Floor, New York, New York 10017**. Interested parties may also examine the Disclosure Statement and the Plan free of charge at [www.lehman-docket.com](http://www.lehman-docket.com). In addition, the Disclosure Statement and the Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

3. Objections and responses, if any, to approval of the Disclosure Statement, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, and the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated June 17, 2010 [Docket No. 9635], (c) set forth the name(s) of the objecting party/(ies), (d) set forth the nature and amount of the claim(s) or equity interest(s) held or asserted by each objecting party/(ies) against the Debtor(s), and (e) state with particularity the legal and factual bases relied upon for the objection or response; and (f) be filed, together with proof of service, with the Bankruptcy Court and served **so that they are actually received by the following parties no later than August 11, 2011 at 4:00 p.m. (Eastern Time)**: (i) the **chambers of the Honorable James M. Peck, United States Bankruptcy Judge**, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) **Weil Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153, Attn: Harvey R. Miller, Lori R. Fife, and Alfredo R. Pérez, attorneys for the Debtors; (iii) the **Office of the United States Trustee** for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 Attn: Elisabetta Gasparini, Esq. and Andrea Schwartz, Esq.; and (iv) **Milbank, Tweed, Hadley & McCloy LLP**, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors.

**IF AN OBJECTION OR RESPONSE TO APPROVAL OF THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.**

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

5. The Disclosure Statement Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

DATED: July 13, 2011  
New York, New York

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession



**Exhibit 2**

**(Revised General Ballot A Form)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
**In re** : **Chapter 11 Case No.**  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**BALLOT FOR SECOND AMENDED JOINT CHAPTER 11 PLAN OF  
LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS  
BALLOT FOR [ ] CLAIMS**

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), each of which is identified below, are soliciting votes with respect to the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the "Plan"), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the "Voting Agent") at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of [ ] Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Eastern Time) on [October 14], 2011 (the "Voting Deadline"), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of [ ] Claim(s).** For purposes of voting to accept or reject the Plan, as of [August 1], 2011 (the "Record Date") the undersigned was a holder of [ ] Claim(s) (the "Claim(s)") in the aggregate amount set forth below.

Class:	_____
Claim Amount: \$	_____
Debtor:	_____

**ITEM 2. Vote on the Plan.** The undersigned holder of the Claim(s) identified in Item 1 above hereby votes to:

- Check one box:            ☐      Accept the Plan
- ☐      Reject the Plan

**ITEM 3. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated June 29, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan on behalf of the holder of the Claim identified in Item 1 above. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
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Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF [ ] CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated June 29, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claim(s) in a class other than the class specified in Item 1, you may receive more than one Ballot, each labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 3**

**(Revised General Ballot B Form)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re : Chapter 11 Case No.  
:  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

BALLOT FOR SECOND AMENDED JOINT CHAPTER 11 PLAN OF  
LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

BALLOT FOR [ ] CLAIMS

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), each of which is identified below, are soliciting votes with respect to the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the "Plan"), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the "Voting Agent") at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of [ ] Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the "Voting Deadline"), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of [ ] Claim(s).** For purposes of voting to accept or reject the Plan, as of [August 1], 2011 (the "Record Date") the undersigned was a holder of [ ] Claim(s) (the "Claim(s)") in the aggregate amount set forth below.

Class:	_____
Claim Amount: \$	_____
Debtor:	_____



**ITEM 2. Vote on the Plan.** The undersigned holder of the Claim(s) identified in Item 1 above hereby votes to:

- Check one box:
- ☐ Accept the Plan
- ☐ Reject the Plan

**ITEM 3. OPTIONAL – Convenience Class Election.** By checking the box below, you elect to have your Claim (if Allowed) reduced to \$50,000 and be treated as a Convenience Claim against the Debtors, meaning that you will receive your Distribution in full on the Effective Date of the Plan or such later date when your Claim is Allowed, or as soon thereafter as is practicable.

- ☐ Elect to have Claim treated as a Convenience Claim

**ITEM 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated June 29, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan on behalf of the holder of the Claim identified in Item 1 above. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
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CES Aviation V LLC	08-13906 (JMP)
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East Dover Limited	08-13908 (JMP)
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LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF [ ] CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated June 29, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claim(s) in a class other than the class specified in Item 1, you may receive more than one Ballot, each labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic)** or **1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 4**

**(Revised Secured Ballot Form)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re : Chapter 11 Case No.  
:  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

BALLOT FOR SECOND AMENDED JOINT CHAPTER 11 PLAN OF  
LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

**BALLOT FOR CLASS 2 SECURED CLAIMS**

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), each of which is identified below, are soliciting votes with respect to the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the "Plan"), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the "Voting Agent") at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Ballot is to be used for voting by holders of Class 2 Secured Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the "Voting Deadline")**, unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of Class 2 Secured Claim(s).** For purposes of voting to accept or reject the Plan, as of [August 1], 2011 (the "Record Date") the undersigned was a holder of Class 2 Secured Claim(s) in the aggregate amount set forth below.

Class 2 Claim(s):	\$ _____
Debtor:	_____

**ITEM 2. Vote on the Plan. The undersigned holder of Secured Claim(s) identified in Item 1 above hereby votes to:**

Check one box:            ☐      Accept the Plan

☐      Reject the Plan

**ITEM 3. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated June 29, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Secured Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)



**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 2 SECURED CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated June 29, 2011 (as it may be amended or modified, the “Disclosure Statement”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that such class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in such class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.

**To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
FDR STATION, P.O. BOX 5014  
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC  
ATTN: LEHMAN BALLOT PROCESSING CENTER  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Secured Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claims in a class other than the classes specified in Item 1, you may receive more than one Ballot, labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic)** or **1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit 5**

**(Revised Beneficial Ballot Form)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re : Chapter 11 Case No.  
:  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

BENEFICIAL BALLOT FOR SECOND AMENDED JOINT CHAPTER 11 PLAN  
OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

**BENEFICIAL BALLOT FOR UNSECURED NOTE CLAIMS**

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), each of which is identified below, are soliciting votes with respect to the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the "Plan"), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the "Voting Agent") at **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**.

This Beneficial Ballot is to be used for voting by the record holders or beneficial holders of the unsecured notes identified by your broker, bank or other nominee (each of the foregoing, a "Voting Nominee") on Exhibit A attached hereto or otherwise on this Beneficial Ballot (the "Unsecured Notes"). In order for your vote to be counted, the Beneficial Ballot (or the Master Ballot cast on your behalf must be returned to the Voting Agent) must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent by no later than 4:00 p.m. (Eastern Time) on [November 4], 2011 (the "Voting Deadline"), unless such time is extended by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOU MAY RETURN YOUR BALLOT USING THE ENVELOPE PROVIDED. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE. Please see Exhibit A to this Beneficial Ballot for a list of Unsecured Notes (including the corresponding CUSIP(s)/ISIN(s) and applicable Plan class).

Submission of electronic instructions to your Voting Nominee (if permitted by such Voting Nominee) shall have the same effect as if you had completed and returned a physical Ballot. By making an electronic submission, you are representing that you reviewed the Beneficial Ballot in its entirety and have received a copy of the Plan and Disclosure Statement for your review and consideration.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Principal Amount of Unsecured Notes.** The undersigned hereby certifies that as of [August 1], 2011 (the "Record Date"), the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Unsecured Notes in the following unpaid principal amount

[BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]

(insert amount in box below). If your Unsecured Notes are held by a Voting Nominee on your behalf and you do not know the amount of Unsecured Notes held, please contact your Voting Nominee immediately.

Principal amount: _____
-------------------------

**ITEM 2. Vote on the Plan.** The beneficial holder of Unsecured Notes identified in Item 1 above hereby votes to:

Check one box:                      ☐      Accept the Plan  
    ☐      Reject the Plan

**ITEM 3. Certification as to Unsecured Notes held in Additional Accounts.** By completing and returning this Beneficial Ballot, the beneficial holder certifies that either (1) it has not submitted any other Beneficial Ballots for other Unsecured Notes held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Unsecured Notes for which it has submitted additional Beneficial Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BENEFICIAL BALLOTS OTHER THAN THIS BENEFICIAL BALLOT**

Account Number	Name of Holder <sup>1</sup>	Amount of Other Claims Voted	Type of Claim Voted	CUSIP/ISIN of Other Claims Voted (if applicable)

**ITEM 4. Acknowledgements and Certification.** By returning this Beneficial Ballot, the beneficial holder of the Unsecured Notes identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Debtors' Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated June 29, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Unsecured Notes identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

<sup>1</sup> Insert your name if the Unsecured Notes are held by you in record name or, if held in street name, insert the name of your Voting Nominee.

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
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East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BENEFICIAL BALLOT FOR HOLDERS OF UNSECURED NOTE CLAIMS**

This Beneficial Ballot is submitted to you to solicit your vote to accept or reject the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated June 29, 2011 (as it may be further amended or modified, the “Plan”). The terms of the Plan are described in the Debtors’ Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code for the Plan, dated June 29, 2011 (as it may be further amended or modified, the “Disclosure Statement”). All capitalized terms used but not defined herein or in the Beneficial Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BENEFICIAL BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.

**To have your vote counted, you must complete, sign, and return this Beneficial Ballot in the envelope provided or as otherwise directed by your Voting Nominee. The deadline by which your vote must be received by Epiq Bankruptcy Solutions, LLC (the “Voting Agent”) is 4:00 p.m. (Eastern Time) on [November 4], 2011 (the “Voting Deadline”), unless such time is extended in the discretion of the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR VOTING NOMINEE, YOU MAY RETURN YOUR BALLOT USING THE ENVELOPE PROVIDED. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**Beneficial Ballots will not be accepted by the Voting Agent by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Beneficial Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

provide the information required by Item 3, if applicable to you;

if you are completing this Beneficial Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claims in a class other than the class specified in Item 1, you may receive more than one Ballot, labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature using the enclosed pre-addressed return envelope.

**PLEASE NOTE:**

**The Beneficial Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Beneficial Ballot.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic) or 1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.



## **EXHIBIT A**

*Your Voting Nominee may have checked a box below to indicate the Unsecured Notes to which this Beneficial Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Ballot.*

UNSECURED NOTES		
<u>Class</u>	<u>Class Description</u>	<u>CUSIP(s)/ISIN(s)</u>

[BALLOT CODE]

[CUSIP/ISIN AS INDICATED BY VOTING NOMINEE]